

ENERGY FOCUS, INC/DE
Form 3
September 09, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Costar Partners II, LLC | | (Month/Day/Year) | ENERGY FOCUS, INC/DE [EFOI] | |
| (Last) | (First) | (Middle) | 04/30/2013 | |
| 53 EAST 34TH STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| PATERSON,Â NJÂ 07514 | | ___ Director ___X_ 10% Owner | | ___ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | ___ Officer ___ Other (specify below) | |
| | | | | __X_ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,000,000 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------------|------------|------------|--------------|-----------|---------|-------------------|---|
| Warrant (Right to Buy) | 03/02/2012 | 03/02/2015 | Common Stock | 2,000,000 | \$ 0.54 | D | Â |
| Convertible Note ⁽¹⁾ | 04/30/2013 | 12/31/2015 | Common Stock | 1,086,957 | \$ 0.23 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Costar Partners II, LLC 53 EAST 34TH STREET PATERSON, NJ 07514 | Â | Â X | Â | Â |
| Cohen William 53 EAST 54TH STREET PATERSON, NJ 07514 | Â | Â X | Â | Â |

Signatures

/s/ William Cohen
08/12/2013

 **Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Owned directly, solely and individually by William Cohen, Manager and controlling Member of Costar Partners II, LLC

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Remarks:

Reporting Owners

William Cohen is reporting due to investment and voting control over the Issuer's securities held by

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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